



## SOUTH FLORIDA WATER MANAGEMENT DISTRICT

December 17, 2008

VIA FACSIMILE -- 863-983-4804

Mr. Robert H. Buker, Jr.  
President & CEO,  
United States Sugar Corporation  
111 Ponce de Leon Avenue  
Clewiston, FL 33440

Dear Mr. Buker:

Yesterday, the South Florida Water Management District Governing Board ("Governing Board") voted to approve an amendment to the Agreement for Sale and Purchase ("Agreement"), which you transmitted to the South Florida Water Management District ("District") on December 8, 2008. The amendment to subsection 7.a. of the Agreement approved by the Governing Board reads as follows:

- x.v.iii. BUYER, in its sole and absolute discretion, is satisfied that the amount of debt and debt service necessary to finance this transaction shall not adversely affect the capacity of BUYER to continue to fulfill its statutory, contractual, and other legal obligations and mandates based on its historical and projected operations.

The Agreement also includes the revisions to the Agreement and Schedules and Exhibits provided by your counsel on December 12, 14 and 16, 2008.

In addition, please be advised that the sense of the Governing Board is that the lease dated October 1, 2006 between United States Sugar Corporation, SBG Farms and Florida Rock Industries, Inc. (a/k/a Vulcan Materials Company), will not be accepted as an assumed lease pursuant to Section 19 f.i. of the Agreement.

Given the amendment approved by the Governing Board, we also request that the dates for Acceptance in Section 3 of the Agreement be amended to replace December 15 2008, with December 18, 2008 and December 16, 2008 with December 19, 2008.

Please confirm in writing that the Agreement as amended by the District Governing Board has been fully authorized by your Board of Directors. Please return to us a fully executed amended Agreement, including all the revised Schedules and Exhibits, by 5:00 PM on Thursday, December 18, 2008.

Thank you for your consideration. We look forward to working with you to complete this transaction.

Sincerely,



Carol Wehle  
Executive Director  
South Florida Water Management District

- c: Edward Almeida, Vice President, Legal Affairs, United States Sugar Corporation (via facsimile)  
Eric Buermann, Chairman of the Governing Board of the South Florida Water Management District (via facsimile)  
Michael Sole, Secretary, Florida Department of Environmental Protection (via facsimile)  
William S. White, Chairman of the Board of Directors of United States Sugar Corporation (via facsimile)  
Sheryl Wood, General Counsel, South Florida Water Management District (via hand delivery)